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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

ZBA LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
ZBA LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be ZBA LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 2325 Galiano Street Coral Gables, Florida 33134.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Ira B. Price 9100 S. Dadeland Blvd. # 1701 Miami, Florida 33156.

ARTICLE V -- INITIAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make initial and additional capital contributions to the company upon the consent of a majority of the members or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and

Prepared by: Ira B. Price, Esq.
Florida Bar No. 216879
9100 S. Dadeland Blvd. # 1701
Miami, Florida 33156
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ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a majority vote of the remaining members.

ARTICLE VIII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the Initial manager of the company is Ali A. Shahnazi 1717 N. Bayshore Dr. # 1431 Miami, Florida 33132.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida, on December 6, 2001.

✓ Ali A. Shahnazi
ALI A. SHAHNAZI

X M. Reza Khakpour
M. REZA KHAKPOUR

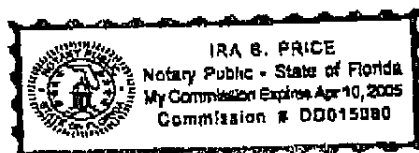
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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Sworn to, acknowledged and subscribed before me on December 7, 2001 by Ali A. Shahnazi & M. Reza Khakpour who are personally known to me or produced Florida driver's licenses as identification.

Notary Public -- State of Florida



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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

December 7, 2001



IRA B. PRICE

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